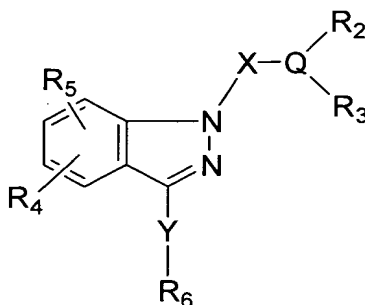


Amend the claims as follows:

1 (Twice Amended). A compound of the structural formula I:



Formula I

or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof: wherein,

R represents hydrogen, or C₁₋₆ alkyl;

X represents -(CHR₇)_p-, -(CHR₇)_pCO-, wherein p is not zero;

Y represents -CO(CH₂)_n-;

Q represents CRY;

R_Y represents H, or C₁₋₆ alkyl;

R_w represents H, C₁₋₆ alkyl, -C(O)C₁₋₆ alkyl, -C(O)OC₁₋₆ alkyl, -SO₂N(R)₂, -SO₂C₁₋₆ alkyl, -SO₂C₆₋₁₀ aryl, NO₂, CN or -C(O)N(R)₂;

R₂ represents hydrogen, C₁₋₁₀ alkyl, OH, C₂₋₆ alkenyl, C₁₋₆ alkylSR, -(CH₂)_nO(CH₂)_mOR, -(CH₂)_nC₁₋₆ alkoxy, -(CH₂)_nC₃₋₈ cycloalkyl, -(CH₂)_nC₃₋₁₀ heterocyclyl, -N(R)₂, -COOR, or -(CH₂)_nC₆₋₁₀ aryl, said alkyl, heterocyclyl, or aryl optionally substituted with 1-3 groups selected from R_a;

R₃ represents hydrogen, C₁₋₁₀ alkyl, -(CH₂)_nC₃₋₈ cycloalkyl, -(CH₂)_nC₃₋₁₀ heterocyclyl, -(CH₂)_nCOOR, -(CH₂)_nC₆₋₁₀ aryl, -(CH₂)_nNHR₈, -(CH₂)_nN(R)₂, -(CH₂)_nN(R₈)₂, -(CH₂)_nNHCOOR, -(CH₂)_nN(R₈)CO₂R, -(CH₂)_nN(R₈)COR, -(CH₂)_nNHCOR, -(CH₂)_nCONH(R₈), aryl, -(CH₂)_nC₁₋₆ alkoxy, CF₃, -(CH₂)_nSO₂R, -(CH₂)_nSO₂N(R)₂, -(CH₂)_nCON(R)₂, -(CH₂)_nCONHC(R)₃, -(CH₂)_nCONHC(R)₂CO₂R, -(CH₂)_nCOR₈, nitro, cyano or halogen, said alkyl, alkoxy, heterocyclyl, or aryl optionally substituted with 1-3 groups of R_a;

or R₂ and R₃ taken together with the intervening Q form a 3-10 membered carbocyclic or heterocyclic carbon ring optionally interrupted by 1-2 atoms of O,

S, C(O) or NR, and optionally having 1-4 double bonds, and optionally substituted by 1-3 groups selected from R^a;

or R₂ and R₃ taken together with the intervening Q represent OR;

R₄ and R₅ independently represent hydrogen, C₁₋₆ alkoxy, OH, C₁₋₆ alkyl, COOR, SO_qC₁₋₆ alkyl, COC₁₋₆ alkyl, SO₃H, -O(CH₂)_nN(R)₂, -O(CH₂)_nCO₂R, -OPO(OH)₂, CF₃, OCF₃, -N(R)₂, nitro, cyano, C₁₋₆ alkylamino, or halogen; and

R₆ represents hydrogen, C₁₋₁₀ alkyl, -(CH₂)_nC₆₋₁₀ aryl, NR_cR_d, -NR(CH₂)_nC₆₋₁₀ aryl, -N((CH₂)_nC₆₋₁₀ aryl)₂, -(CH₂)_nC₃₋₁₀ heterocyclyl, -NR(CH₂)_nC₃₋₁₀ heterocyclyl, -N((CH₂)_nC₃₋₁₀ heterocyclyl)₂ (C₆₋₁₀ aryl)O-, -(CH₂)_nC₃₋₈ cycloalkyl, -COOR, -C(O)CO₂R, said aryl, heterocyclyl and alkyl optionally substituted with 1-3 groups selected from R^a, wherein the R^a(s) can be attached to any carbon atom or heteroatom selected from N and S;

R_c and R_d independently represent H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₁₋₆ alkylSR, -(CH₂)_nO(CH₂)_mOR, -(CH₂)_nC₁₋₆ alkoxy, or -(CH₂)_nC₃₋₈ cycloalkyl;
or R_c and R_d taken together with the intervening N atom form a 4-10 membered heterocyclic carbon ring optionally interrupted by 1-2 atoms of O, S, C(O) or NR, and optionally having 1-4 double bonds, and optionally substituted by 1-3 groups selected from R^a;

R₇ represents hydrogen, C₁₋₆ alkyl, -(CH₂)_nCOOR or -(CH₂)_nN(R)₂,

R₈ represents -(CH₂)_nC₃₋₈ cycloalkyl, -(CH₂)_n C₃₋₁₀ heterocyclyl, C₁₋₆ alkoxy or -(CH₂)_nC₅₋₁₀ heteroaryl, -(CH₂)_nC₆₋₁₀ aryl said heterocyclyl, aryl or heteroaryl optionally substituted with 1-3 groups selected from R^a;

R^a represents F, Cl, Br, I, CF₃, N(R)₂, NO₂, CN, -O-, -COR₈, -CONHR₈, -CON(R₈)₂, -O(CH₂)_nCOOR, -NH(CH₂)_nOR, -COOR, -OCF₃, CF₂CH₂OR, -NHCOR, -SO₂R, -SO₂NR₂, -SR, (C₁-C₆ alkyl)O-, -(CH₂)_nO(CH₂)_mOR, -(CH₂)_nC₁₋₆ alkoxy, (aryl)O-, -(CH₂)_nOH, (C₁-C₆ alkyl)S(O)_m-, H₂N-C(NH)-, (C₁-C₆ alkyl)C(O)-, (C₁-C₆ alkyl)OC(O)NH-, -(C₁-C₆ alkyl)NR_w(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₁-C₆ alkyl)O(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₁-C₆ alkyl)S(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₁-C₆ alkyl)-C₃₋₁₀ heterocyclyl-R_w, -

$(\text{CH}_2)_n\text{-Z}^1\text{-C(=Z}^2\text{)N(R)}_2$, $\text{-(C2-6 alkenyl)NR}_w(\text{CH}_2)_n\text{C3-10 heterocyclyl-R}_w$, $\text{-(C2-6 alkenyl)O(CH}_2)_n\text{C3-10 heterocyclyl-R}_w$, $\text{-(C2-6 alkenyl)S(CH}_2)_n\text{C3-10 heterocyclyl-R}_w$, $\text{-(C2-6 alkenyl)-C3-10 heterocyclyl-R}_w$, $\text{-(C2-6 alkenyl)-Z}^1\text{-C(=Z}^2\text{)N(R)}_2$, $\text{-(CH}_2)_n\text{SO}_2\text{R}$, $\text{-(CH}_2)_n\text{SO}_3\text{H}$, $\text{-(CH}_2)_n\text{PO(OR)}_2$, C3-10cycloalkyl , C6-10 aryl , $\text{C3-10 heterocyclyl}$, C2-6 alkenyl , and $\text{C}_1\text{-C}_{10}$ alkyl, said alkyl, alkenyl, alkoxy, heterocyclyl and aryl optionally substituted with 1-3 groups selected from $\text{C}_1\text{-C}_6$ alkyl, halogen, $(\text{CH}_2)_n\text{OH}$, CN , NO_2 , CON(R)_2 and COOR ;

Z^1 and Z^2 independently represents NR_w , O , CH_2 , or S ;

m is 0-3;

n is 0-3;

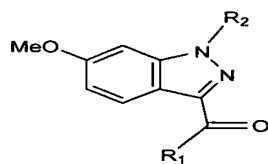
p is 0-3 and

q is 0-2.

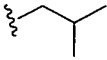
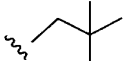
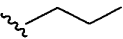
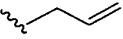
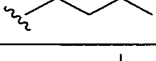
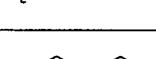
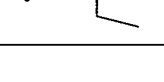
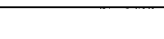
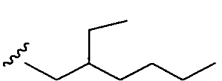
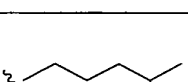
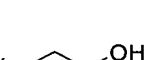
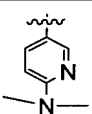
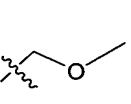
2 (Amended). A compound according to claim 1 wherein R_6 is $\text{C}_1\text{-10 alkyl}$, $(\text{CH}_2)_n\text{C6-10 aryl}$, $(\text{CH}_2)_n\text{C3-10 heterocyclyl}$, NR_cR_d or $(\text{CH}_2)_n\text{C3-8 cycloalkyl}$, said aryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of R^a or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

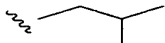
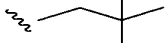
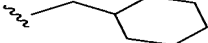
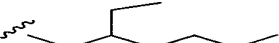
3 (Amended). A compound according to claim 1 wherein Y is $\text{-CO(CH}_2)_n$, n is 0, R_2 is $\text{C}_1\text{-10 alkyl}$ or $\text{C}_{1-6}\text{ alkylOR}$ and R_3 is $\text{C}_1\text{-10 alkyl}$, $(\text{CH}_2)_n\text{C3-10 heterocyclyl}$, X is $\text{-(CHR}_7)_p\text{CO-}$, and p is 1-3 said heterocyclyl and alkyl optionally substituted with 1 to 3 groups of R^a or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

4 (Amended). A compound in accordance with claim 1 which is:
 Table 1



R1	R2

R1	R2
	
	
	
	
	
	
	
	
	
	
	
	

R1	R2
	
	
	
	
	

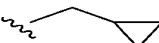
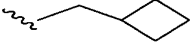
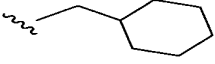
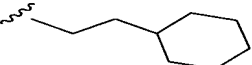
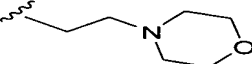
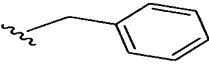
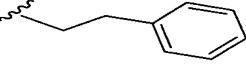
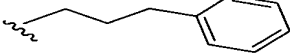
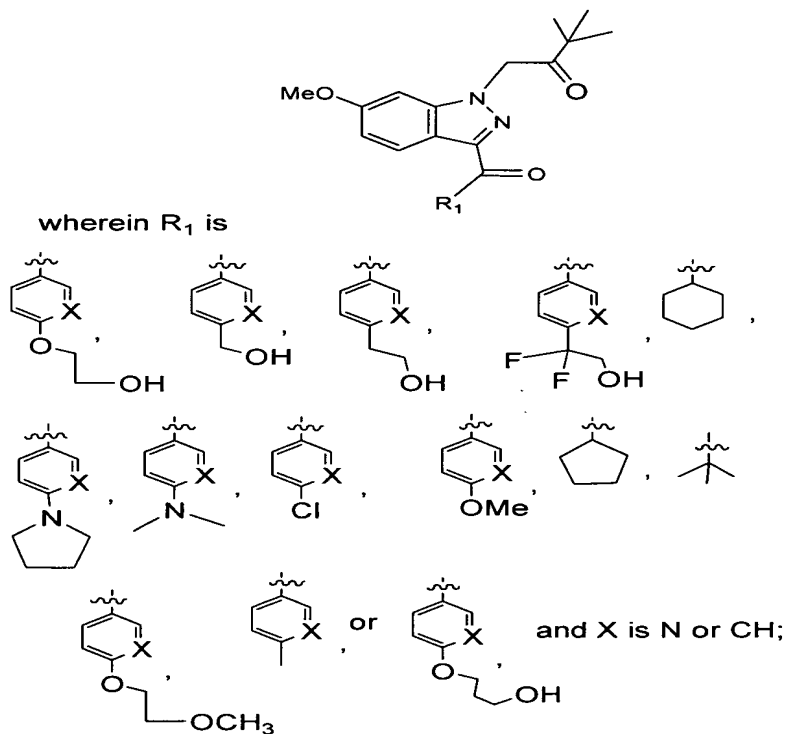
R1	R2
	
	
	
	
	
	
	
	

Table 2



or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

5. Cancel.
6. Cancel.
7. Cancel
8. Cancel

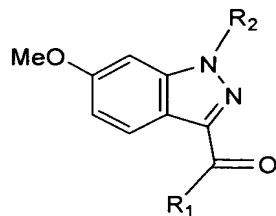
9 (Original). A composition comprising a compound of formula I of claim 1 and a pharmaceutically acceptable carrier.

10. Cancel
11. Cancel
12. Cancel

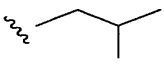
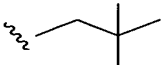
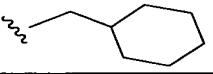
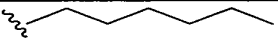
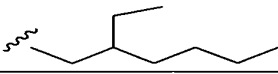
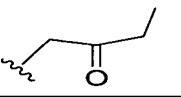
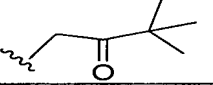
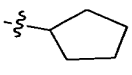
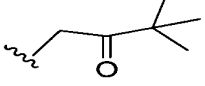
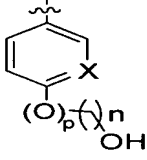
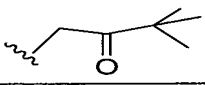
13 (Amended). The compound in accordance with claim 1 wherein Y is $-\text{CO}(\text{CH}_2)_n$, n is 0, R_2 , R_3 and R_6 are independently C_1 -10 alkyl, X is $-(\text{CHR}_7)_p\text{CO}-$, and p is 1, R_y is C_1 -6 alkyl, R_7 is hydrogen, R_4 and R_5 independently are hydrogen and C_1 -6 alkoxy, said and alkyl optionally substituted

with 1 to 3 groups of R^a or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

14 (New). The compound in accordance with claim 4 which is

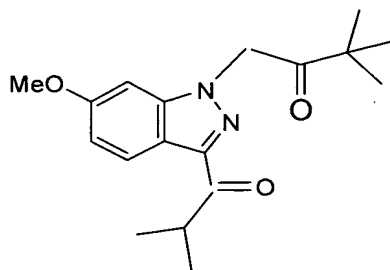


wherein:

R1	R2
	
	
	
	
	
	
	
	
 $x = \text{CH}, \text{N}$ $p = 0-1;$ $n = 0-3$	
$-\text{wavy}-(\text{CH}_2)_n\text{OH}$ $n = 0-3$	

or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

15 (Amended). A compound which is



or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.